

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

3-126A002

April 30, 1993

RECORDATION NO 15771-C FILED 1425

MAY 6 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of Memorandum of Loading Agreement Rider No. 5 dated as of March 29, 1993, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Loading Agreement dated as of May 16, 1988 which was duly filed and recorded on August 9, 1988 and assigned Recordation Number 15771.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: MidSouth Rail Corporation
111 East Capitol
Jackson, Mississippi 39201-2118

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 73-foot, 100-ton center partition flatcars marked and numbered CRLE 2100 through CRLE 2159, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.
April 30, 1993
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of May 16, 1988 with Rider No. 5 dated as of March 29, 1993 between Greenbrier Leasing Corporation, Lessor, and MidSouth Rail Corporation, Lessee, covering thirty (30) 73-foot, 100-ton center partition flatcars marked and numbered CRLE 2100 through CRLE 2129, inclusive.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Hudson".

Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

5/6/93

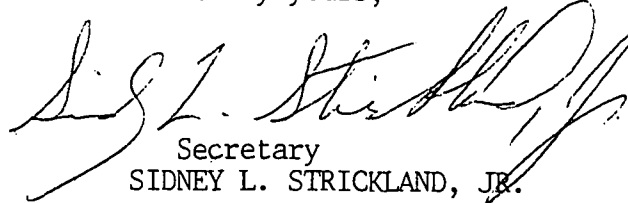
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 5/6/93 at 9:55am, and assigned
recordation number(s). 15771-C

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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RECORDATION NO. 15771 FILED 1425

MAY 6 1993 8:00 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
MIDSOUTH RAIL CORPORATION ("LESSEE")

MAY 16, 1988

RIDER NO. 5 DATED AS OF MARCH 29, 1993

Memorandum of a Loading Agreement made and entered into as of May 16, 1988 with Rider No. 5 dated as of March 29, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and MidSouth Rail Corporation, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty (30) 73-foot, 100-ton center partition flatcars marked and numbered CRLE 2100 through CRLE 2129, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb, E.V.P.

MIDSOUTH RAIL CORPORATION

By:

[Signature]

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 30th day of April, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Shulson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF MISSISSIPPI

)
) ss.
)

COUNTY OF HINDS

On this 23rd day of April, 1993, before me personally appeared Timothy J. Legler, to me personally known, who being by me duly sworn, says that he is the VP - Marketing of MIDSOUTH RAIL CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Donna R May
NOTARY PUBLIC

My commission expires: 5/08/96